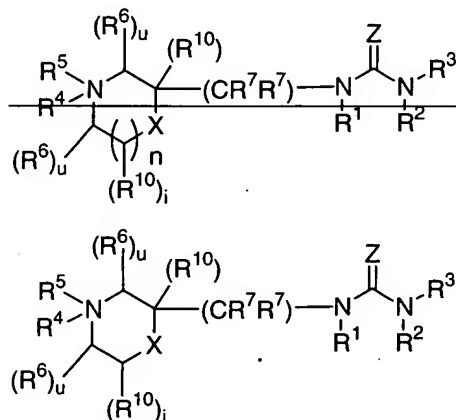


## AMENDMENTS TO THE CLAIMS

1. (CURRENTLY AMENDED) A compound of formula (I):



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

Z is selected from O, S, N(R<sup>d</sup>), C(CN)<sub>2</sub>, CH(NO<sub>2</sub>), and CH(CN);

X is C(R<sup>8</sup>)(R<sup>9</sup>);

R<sup>1</sup> and R<sup>2</sup> are independently selected from H, C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, and C<sub>2-8</sub> alkynyl;

R<sup>d</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, CON(R<sup>f</sup>)R<sup>f</sup>, OR<sup>e</sup>, CN, NO<sub>2</sub>, and (CH<sub>2</sub>)<sub>r</sub>-phenyl substituted with 0-3 R<sup>18</sup>;

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R<sup>e</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>18</sup>;

R<sup>f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>18</sup>, or optionally, two R<sup>f</sup> may be taken together with the nitrogen to which both are attached to form a pyrrolidine, piperidine, piperazine or morpholine ring;

R<sup>3</sup> is selected from a (CR<sup>3'</sup>R<sup>3'</sup>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>15</sup> and ~~a (CR<sup>3'</sup>R<sup>3'</sup>)<sub>z</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15</sup>, with the proviso that the heterocyclic residue is not cycloheptimidazolyl;~~

R<sup>3'</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>4</sup> is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CH<sub>2</sub>)<sub>q</sub>C(O)R<sup>4b</sup>, (CH<sub>2</sub>)<sub>q</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CH<sub>2</sub>)<sub>q</sub>C(O)OR<sup>4b</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>4c</sup>;

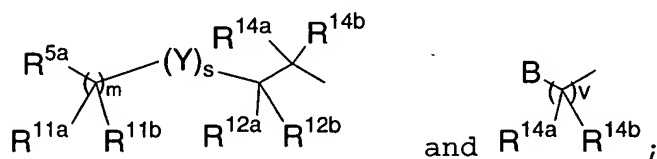
## AMENDMENTS TO THE CLAIMS

$R^{4a}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, and phenyl;

$R^{4b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $C_{2-8}$  alkynyl, and phenyl;

$R^{4c}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl,  $(CH_2)_r OH$ ,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{4a} R^{4a}$ , and  $(CH_2)_r$  phenyl;

$R^5$  is selected from



Y is selected from O,  $N(R^{25})$ , S,  $S(O)$ , and  $S(O)_2$ ;

ring B is a 5-7 membered cycloalkyl ring optionally containing a  $C=O$ , and being substituted with 0-2  $R^{11a}$ , wherein the cycloalkyl is fused with a benzo group substituted with 0-3  $R^{16}$  or is fused with a 5-6 membered aromatic heterocyclic ring having 0-3 N, 0-1 O, or 0-1 S, the heterocyclic ring being substituted with 0-3  $R^{16}$ ;

## AMENDMENTS TO THE CLAIMS

alternatively, ring B is a fused 5-7 membered saturated heterocyclic ring containing 0-1 O, N(R<sup>16</sup>), S, S(O), and S(O)<sub>2</sub>, substituted with 0-2 R<sup>11a</sup>, the heterocyclic ring being fused with a benzo group substituted with 0-3 R<sup>16</sup> or is fused with a 5-6 membered heterocyclic ring having 0-3 N, 0-1 O, or 0-1 S, the heterocyclic ring being substituted with 0-3 R<sup>16</sup>;

provided that if ring B is a heterocyclic ring, then the number of carbon atoms separating the heteroatom of ring B and the nitrogen atom of structure (I) bonded to R<sup>5</sup> is at least 2;

R<sup>5a</sup> is selected from a C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>16</sup>, and a 5-10 membered heterocyclic residue containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>16</sup>;

R<sup>6</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>6b</sup>, (CH<sub>2</sub>)<sub>q</sub>SH, (CH<sub>2</sub>)<sub>q</sub>SR<sup>6b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>6b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>6d</sup>C(O)R<sup>6a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>6b</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)R<sup>6b</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>6b</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6d</sup>S(O)<sub>2</sub>R<sup>6b</sup>, and (CH<sub>2</sub>)<sub>t</sub>phenyl substituted with 0-3 R<sup>6c</sup>;

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R<sup>6a</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>6c</sup>;

R<sup>6b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>6c</sup>;

R<sup>6c</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, and (CH<sub>2</sub>)<sub>r</sub>NR<sup>6d</sup>R<sup>6d</sup>;

R<sup>6d</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>7</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>SH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>7d</sup>, (CH<sub>2</sub>)<sub>q</sub>SR<sup>7d</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>C(O)R<sup>7a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>C(O)H, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>7b</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)R<sup>7b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>p</sub>R<sup>7b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>S(O)<sub>2</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>7c</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system

## AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{7c}$ ;

$R^{7a}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-5  $R^{7e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{7e}$ ;

$R^{7b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{7e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{7e}$ ;

$R^{7c}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r$ CF<sub>3</sub>, NO<sub>2</sub>, CN,  $(CH_2)_r$ NR<sup>7f</sup>R<sup>7f</sup>,  $(CH_2)_r$ OH,  $(CH_2)_r$ OC<sub>1-4</sub> alkyl,  $(CH_2)_r$ SC<sub>1-4</sub> alkyl,  $(CH_2)_r$ C(O)OH,  $(CH_2)_r$ C(O)R<sup>7b</sup>,  $(CH_2)_r$ C(O)NR<sup>7f</sup>R<sup>7f</sup>,  $(CH_2)_r$ NR<sup>7f</sup>C(O)R<sup>7a</sup>,  $(CH_2)_r$ C(O)OC<sub>1-4</sub> alkyl,  $(CH_2)_r$ OC(O)R<sup>7b</sup>,  $(CH_2)_r$ C(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>,  $(CH_2)_r$ S(O)<sub>p</sub>R<sup>7b</sup>,  $(CH_2)_r$ NHC(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>,  $(CH_2)_r$ S(O)<sub>2</sub>NR<sup>7f</sup>R<sup>7f</sup>,  $(CH_2)_r$ NR<sup>7f</sup>S(O)<sub>2</sub>R<sup>7b</sup>, and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{7e}$ ;

## AMENDMENTS TO THE CLAIMS

R<sup>7d</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, alkenyl, alkynyl, and a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>7c</sup>;

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>8</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18a</sup>)R<sup>18b</sup>), (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>SH, (CH<sub>2</sub>)<sub>r</sub>SR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)C(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)S(O)<sub>2</sub>R<sup>19</sup>, a (C(R<sup>8a</sup>)(R<sup>8b</sup>))<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>17</sup>, and a (C(R<sup>8a</sup>)(R<sup>8b</sup>))<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>17</sup>;

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$R^{8a}$  and  $R^{8b}$ , at each occurrence, are independently selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, and  $(CH_2)_r$  phenyl substituted with 0-3  $R^{18}$ ;

$R^9$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CF_2)_r CF_3$ ,  $(CH_2)_q N(R^{18a})R^{18b}$ ,  $(CH_2)_q OH$ ,  $(CH_2)_q OR^{19}$ ,  $(CH_2)_q SH$ ,  $(CH_2)_q SR^{19}$ ,  $(CH_2)_q C(O)OH$ ,  $(CH_2)_q C(O)R^{19}$ ,  $(CH_2)_q C(O)N(R^{18a})R^{18b}$ ,  $(CH_2)_q N(R^{18c})C(O)R^{19}$ ,  $(CH_2)_q C(O)OR^{19}$ ,  $(CH_2)_q OC(O)R^{19}$ ,  $(CH_2)_q S(O)R^{19}$ ,  $(CH_2)_q S(O)_2 R^{19}$ ,  $(CH_2)_q S(O)_2 N(R^{18a})R^{18b}$ ,  $(CH_2)_q N(R^{18c})S(O)_2 R^{19}$ , a  $(C(R^{8a})(R^{8b}))_r - C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{17}$ , and a  $(C(R^{8a})(R^{8b}))_r - 5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{17}$ ;

alternatively,  $R^8$  and  $R^9$  taken together are selected from  $=O$ ,  $=S$ ,  $=NR^{9a}$ ;

$R^{9a}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CH_2)_r OH$ ,  $(CH_2)_r OC_{1-6}$  alkyl,  $(CH_2)_r C(O)R^{19}$ ,  $(CH_2)_r C(O)N(R^{18a})R^{18b}$ ,  $(CH_2)_r C(O)OR^{19}$ ,  $(CH_2)_r S(O)_2 R^{19}$ ,  $(CH_2)_r S(O)_2 N(R^{18a})R^{18b}$ , and  $(CH_2)_r$  phenyl substituted with 0-3  $R^{17}$ ;



## AMENDMENTS TO THE CLAIMS

$R^{9b}$ , at each occurrence are independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CF_2)_r CF_3$ ,  $(CH_2)_r N(R^{18a})R^{18b}$ ,  $(CH_2)_r OH$ ,  $(CH_2)_r OR^{19}$ ,  $(CH_2)_r SH$ ,  $(CH_2)_r SR^{19}$ ,  $(CH_2)_r C(O)OH$ ,  $(CH_2)_r C(O)R^{19}$ ,  $(CH_2)_r C(O)N(R^{18a})R^{18b}$ ,  $(CH_2)_r N(R^{18c})C(O)R^{19}$ ,  $(CH_2)_r C(O)OR^{19}$ ,  $(CH_2)_r OC(O)R^{19}$ ,  $(CH_2)_r S(O)R^{19}$ ,  $(CH_2)_r S(O)_2R^{19}$ ,  $(CH_2)_r S(O)_2N(R^{18a})R^{18b}$ ,  $(CH_2)_r N(R^{18c})S(O)_2R^{19}$ , and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{17}$ ;

$R^{10}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CF_2)_r CF_3$ , CN,  $(CH_2)_r NR^{10a}R^{10a}$ ,  $(CH_2)_r OH$ ,  $(CH_2)_r OR^{10b}$ ,  $(CH_2)_r SH$ ,  $(CH_2)_r SR^{10b}$ ,  $(CH_2)_r C(O)OH$ ,  $(CH_2)_r C(O)R^{10b}$ ,  $(CH_2)_r C(O)NR^{10a}R^{10a}$ ,  $(CH_2)_r NR^{10d}C(O)R^{10a}$ ,  $(CH_2)_r C(O)OR^{10b}$ ,  $(CH_2)_r OC(O)R^{10b}$ ,  $(CH_2)_r S(O)_p R^{10b}$ ,  $(CH_2)_r S(O)_2 NR^{10a}R^{10a}$ ,  $(CH_2)_r NR^{10d}S(O)_2 R^{10b}$ , and  $(CH_2)_t$ phenyl substituted with 0-3  $R^{10c}$ ;

$R^{10a}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{10c}$ ;

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R<sup>10b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>10c</sup>;

R<sup>10c</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, and (CH<sub>2</sub>)<sub>r</sub>NR<sup>10d</sup>R<sup>10d</sup>;

R<sup>10d</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-10</sub> cycloalkyl;

R<sup>11a</sup> and R<sup>12a</sup>, at each occurrence are independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>SH, (CH<sub>2</sub>)<sub>r</sub>SR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)C(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)S(O)<sub>2</sub>R<sup>19</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>18</sup>;

R<sup>11b</sup>, R<sup>12b</sup>, R<sup>14a</sup> and R<sup>14b</sup> at each occurrence are independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>q</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>19</sup>, (CH<sub>2</sub>)<sub>q</sub>SH, (CH<sub>2</sub>)<sub>q</sub>SR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>19</sup>,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{N}(\text{R}^{18c})\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{19}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{R}^{19}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_q\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{R}^{19}$ , and  $(\text{CH}_2)_r$ phenyl substituted  
 with 0-3  $\text{R}^{18}$ ;

alternatively,  $\text{R}^{11a}$  and  $\text{R}^{11b}$  taken together are selected  
 form =O, or =NOH, or alternatively,  $\text{R}^{12a}$  and  $\text{R}^{12b}$   
 taken together are selected form =O, or =NOH;

$\text{R}^{15}$ , at each occurrence, is independently selected from  
 $\text{C}_{1-8}$  alkyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, Br, I, F,  
 $\text{NO}_2$ , CN,  $(\text{CHR}')_r\text{NR}^{15a}\text{R}^{15a}$ ,  $(\text{CHR}')_r\text{OH}$ ,  
 $(\text{CHR}')_r\text{O}(\text{CHR}')_r\text{R}^{15d}$ ,  $(\text{CHR}')_r\text{SH}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{H}$ ,  
 $(\text{CHR}')_r\text{S}(\text{CHR}')_r\text{R}^{15d}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{OH}$ ,  
 $(\text{CHR}')_r\text{C}(\text{O})(\text{CHR}')_r\text{R}^{15b}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{15a}\text{R}^{15a}$ ,  
 $(\text{CHR}')_r\text{NR}^{15f}\text{C}(\text{O})(\text{CHR}')_r\text{R}^{15b}$ ,  
 $(\text{CHR}')_r\text{NR}^{15f}\text{C}(\text{O})\text{NR}^{15f}\text{R}^{15f}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{O}(\text{CHR}')_r\text{R}^{15d}$ ,  
 $(\text{CHR}')_r\text{OC}(\text{O})(\text{CHR}')_r\text{R}^{15b}$ ,  $(\text{CHR}')_r\text{C}(=\text{NR}^{15f})\text{NR}^{15a}\text{R}^{15a}$ ,  
 $(\text{CHR}')_r\text{NHC}(=\text{NR}^{15f})\text{NR}^{15f}\text{R}^{15f}$ ,  
 $(\text{CHR}')_r\text{S}(\text{O})_p(\text{CHR}')_r\text{R}^{15b}$ ,  $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{15a}\text{R}^{15a}$ ,  
 $(\text{CHR}')_r\text{NR}^{15f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{15b}$ ,  $\text{C}_{1-6}$  haloalkyl,  $\text{C}_{2-8}$   
 alkenyl substituted with 0-3  $\text{R}'$ ,  $\text{C}_{2-8}$  alkynyl  
 substituted with 0-3  $\text{R}'$ ,  $(\text{CHR}')_r$ phenyl substituted  
 with 0-3  $\text{R}^{15e}$ , and a  $(\text{CH}_2)_r$ -5-10 membered  
 heterocyclic system containing 1-4 heteroatoms

## AMENDMENTS TO THE CLAIMS

selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

$R'$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted with  $R^{15e}$ ;

$R^{15a}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

$R^{15b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{15e}$ , and  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

$R^{15d}$ , at each occurrence, is independently selected from  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{1-6}$  alkyl substituted with 0-3  $R^{15e}$ , a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{15e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{15e}$ ;

## AMENDMENTS TO THE CLAIMS

$R^{15e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{15f}R^{15f}$ , and  $(CH_2)_rphenyl$ ;

$R^{15f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^{16}$ , at each occurrence, is independently selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_rNR^{16a}R^{16a}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{16d}$ ,  $(CHR')_rSH$ ,  $(CHR')_rC(O)H$ ,  $(CHR')_rS(CHR')_rR^{16d}$ ,  $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)NR^{16a}R^{16a}$ ,  $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)O(CHR')_rR^{16d}$ ,  $(CHR')_rOC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a}$ ,  $(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{16b}$ ,  $(CHR')_rS(O)_2NR^{16a}R^{16a}$ ,  $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CHR')_rphenyl$  substituted with 0-3  $R^{16e}$ ;

## AMENDMENTS TO THE CLAIMS

R<sup>16a</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

R<sup>16b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>16e</sup>;

R<sup>16d</sup>, at each occurrence, is independently selected from C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>16e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>16e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>16e</sup>;

R<sup>16e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>-CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>-OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>-SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>-NR<sup>16f</sup>R<sup>16f</sup>, and (CH<sub>2</sub>)<sub>r</sub>-phenyl;

## AMENDMENTS TO THE CLAIMS

R<sup>16f</sup>, at each occurrence, is independently selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>17</sup> at each occurrence is independently selected from =O, C<sub>1-6</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CH<sub>2</sub>)<sub>r</sub>OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>SR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)C(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)S(O)<sub>2</sub>R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)C(O)N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)C(O)OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>17a</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>17a</sup>, (CH(R<sup>17a</sup>))<sub>r</sub>phenyl substituted with 1-3 R<sup>18</sup>, and (CH(R<sup>17a</sup>))<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>18</sup>;

R<sup>17a</sup> at each occurrence is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>18</sup>;

R<sup>18</sup> at each occurrence is independently selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OH,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{S}(\text{O})\text{C}_{1-5}$  alkyl,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{C}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{C}(\text{O})\text{C}_{1-5}$  alkyl  $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{C}_{1-5}$   
alkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-5}$   
alkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{C}_{1-5}$  alkyl, and  $(\text{CH}_2)_r\text{N}(\text{R}^{18a})\text{R}^{18b}$ ;

$\text{R}^{18a}$ ,  $\text{R}^{18b}$ , and  $\text{R}^{18c}$  at each occurrence are  
independently selected from H,  $\text{C}_{1-6}$  alkyl, and  $\text{C}_{3-6}$   
cycloalkyl;

$\text{R}^{19}$  at each occurrence is independently selected from  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, and phenyl  
substituted with 0-3  $\text{R}^{18}$ ;

alternatively,  $\text{R}^{18a}$  and  $\text{R}^{18b}$  along with the nitrogen to  
which both are attached form a pyrrolidine,  
piperidine, piperazine or morpholine ring;

$\text{R}^{25}$  at each occurrence is independently selected from  
H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  
 $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{19}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ , and  
 $(\text{CH}_2)_r$ phenyl substituted with 0-3  $\text{R}^{17}$ ;

i is selected from 0, 1, and 2;

m is selected from 0, 1, and 2;



## AMENDMENTS TO THE CLAIMS

s is selected from 0 and 1;

with the proviso: m + s is selected from 0, 1, and 2;

~~n is selected from 1 and 2;~~

v is selected from 0, 1, 2, and 3;

with the proviso: that the total number of atoms  
between the nitrogen of which R' is attached and  
the fused ring B is less than or equal to 4;

r is selected from 0, 1, 2, 3, 4, and 5;

t is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5;

p is selected from 1, 2, and 3;

u is selected from 0, 1 and, 2.

2. (ORIGINAL) The compound of claim 1, wherein

R<sup>11a</sup> and R<sup>12a</sup>, at each occurrence are independently  
selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub>  
alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
(CH<sub>2</sub>)<sub>r</sub>N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>SH,  
(CH<sub>2</sub>)<sub>r</sub>SR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>19</sup>,  
(CH<sub>2</sub>)<sub>r</sub>C(O)N(R<sup>18a</sup>)R<sup>18b</sup>, (CH<sub>2</sub>)<sub>r</sub>N(R<sup>18c</sup>)C(O)R<sup>19</sup>,  
(CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>19</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)R<sup>19</sup>,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{S}(\text{O})_2\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{R}^{19}$ , and  $(\text{CH}_2)_r$ phenyl substituted  
with 0-3  $\text{R}^{18}$ ; and

$\text{R}^{11b}$ ,  $\text{R}^{12b}$ ,  $\text{R}^{14a}$  and  $\text{R}^{14b}$  at each occurrence are  
independently selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$   
alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  
 $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_q\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_q\text{OR}^{19}$ ,  
 $(\text{CH}_2)_q\text{SH}$ ,  $(\text{CH}_2)_q\text{SR}^{19}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{N}(\text{R}^{18c})\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{19}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{R}^{19}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_q\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{R}^{19}$ , and  $(\text{CH}_2)_r$ phenyl substituted  
with 0-3  $\text{R}^{18}$ .

3. (ORIGINAL) The compound of claim 2, wherein

$\text{R}^1$  and  $\text{R}^2$  are independently selected from H, and  $\text{C}_{1-8}$   
alkyl;

$\text{R}^4$  is absent, taken with the nitrogen to which it is  
attached to form an N-oxide, or selected from  $\text{C}_{1-8}$   
alkyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, and a  $(\text{CH}_2)_r\text{-C}_{3-6}$   
carbocyclic residue substituted with 0-3  $\text{R}^{4C}$ ; and

$\text{R}^{4C}$ , at each occurrence, is independently selected from  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$   
cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  
 $(\text{CH}_2)_r\text{NR}^{4a}\text{R}^{4a}$ , and  $(\text{CH}_2)_r\text{phenyl}$ .

4. (ORIGINAL) The compound of claim 3, wherein

Z is selected from O and S;

$\text{R}^6$ , at each occurrence, is independently selected from  
 $\text{C}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $(\text{CH}_2)_q\text{NR}^{6a}\text{R}^{6a}$ ,  
 $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_q\text{OR}^{6b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{6b}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a}$ ,  $(\text{CH}_2)_q\text{NR}^{6d}\text{C}(\text{O})\text{R}^{6a}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$ ,  $(\text{CH}_2)_r\text{NR}^{6d}\text{S}(\text{O})_2\text{R}^{6b}$ , and  
 $(\text{CH}_2)_t\text{phenyl}$  substituted with 0-3  $\text{R}^{6c}$ ;

$\text{R}^{6a}$  and  $\text{R}^{6a}$ , at each occurrence, are selected from H,  
methyl, ethyl, propyl, i-propyl, butyl,  
cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

$\text{R}^{6b}$ , at each occurrence, is independently selected from  
methyl, ethyl, propyl, i-propyl, butyl,  
cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

$\text{R}^{6c}$ , at each occurrence, is independently selected from  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  
 $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{SC}_{1-5}$   
alkyl, and  $(\text{CH}_2)_r\text{NR}^{6d}\text{R}^{6d}$ ;

## AMENDMENTS TO THE CLAIMS

R<sup>6d</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, and cyclohexyl;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>OR<sup>7d</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>C(O)R<sup>7a</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>7a</sup>C(O)H, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>7b</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>7c</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>7c</sup>, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, indazolyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R<sup>7a</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>;

## AMENDMENTS TO THE CLAIMS

R<sup>7b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>7e</sup>;

R<sup>7c</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>7f</sup>R<sup>7f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>C(O)R<sup>7a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>7b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>7f</sup>R<sup>7f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>R<sup>7b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, and a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>7c</sup>;

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl and cyclohexyl;

## AMENDMENTS TO THE CLAIMS

$R^{10}$ , at each occurrence, is independently selected from H,  $C_{1-4}$  alkyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CH_2)_r NR^{10a} R^{10a}$ ,  $(CH_2)_r OH$ ,  $(CH_2)_r OR^{10b}$ ,  $(CH_2)_r C(O) OH$ ,  $(CH_2)_r C(O) R^{10b}$ ,  $(CH_2)_r C(O) NR^{10a} R^{10a}$ ,  $(CH_2)_r NR^{10d} C(O) R^{10a}$ ,  $(CH_2)_r S(O)_2 NR^{10a} R^{10a}$ ,  $(CH_2)_r NR^{10d} S(O)_2 R^{10b}$ , and  $(CH_2)_t$  phenyl substituted with 0-3  $R^{10c}$ ;

$R^{10a}$  and  $R^{10a}$ , at each occurrence, are selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

$R^{10b}$ , at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

$R^{10c}$ , at each occurrence, is independently selected from  $C_{1-10}$  alkyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl,  $(CH_2)_r OH$ ,  $(CH_2)_r SC_{1-5}$  alkyl, and  $(CH_2)_r NR^{10d} R^{10d}$ ; and

$R^{10d}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, and cyclohexyl.

5. (CURRENTLY AMENDED) The compound of claim 4, wherein

## AMENDMENTS TO THE CLAIMS

R<sup>3</sup> is selected from a (CR<sup>3'</sup>H)<sub>r</sub>-C<sub>3-8</sub> carbocyclic residue substituted with 0-5 R<sup>15</sup>, wherein the carbocyclic residue is selected from phenyl, naphthyl, and adamantyl; and a ~~(CR<sup>3'</sup>H)<sub>r</sub>-heterocyclic system substituted with 0-3 R<sup>15</sup>, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, indazolyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and~~

R<sup>5a</sup> is selected from phenyl substituted with 0-5 R<sup>16</sup>; and a heterocyclic residue substituted with 0-3 R<sup>16</sup>, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R<sup>8</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OR}^{19}$ ,  $(\text{CH}_2)_r\text{SH}$ ,  
 $(\text{CH}_2)_r\text{SR}^{19}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{19}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{R}^{19}$ , a  $(\text{C}(\text{R}^{8a})(\text{R}^{8b}))_r\text{-C}_{3-10}$   
 carbocyclic residue substituted with 0-5  $\text{R}^{17}$ , and  
 a  $(\text{C}(\text{R}^{8a})(\text{R}^{8b}))_r\text{-5-10}$  membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-3  $\text{R}^{17}$ , wherein the  
 heterocyclic system is selected from pyridinyl,  
 thiophenyl, furanyl, indazolyl, benzothiazolyl,  
 benzimidazolyl, benzothiophenyl, benzofuranyl,  
 benzoxazolyl, benzisoxazolyl, quinolinyl,  
 isoquinolinyl, imidazolyl, indolyl, indolinyl,  
 isoindolyl, isothiadiazolyl, isoxazolyl,  
 piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-  
 triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,  
 oxazolyl, pyrazinyl, and pyrimidinyl;

$\text{R}^{8a}$  and  $\text{R}^{8b}$ , at each occurrence, are independently  
 selected from H, methyl, ethyl, propyl, i-propyl,  
 butyl, cyclopropyl, cyclopentyl, cyclohexyl, and  
 $(\text{CH}_2)_r$  phenyl substituted with 0-3  $\text{R}^{18}$ ;

$\text{R}^9$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
 alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $(\text{CF}_2)_r\text{CF}_3$ ,  
 $(\text{CH}_2)_q\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{OH}$ ,  $(\text{CH}_2)_q\text{OR}^{19}$ ,  $(\text{CH}_2)_q\text{SH}$ ,  
 $(\text{CH}_2)_q\text{SR}^{19}$ ,  $(\text{CH}_2)_q\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_q\text{C}(\text{O})\text{R}^{19}$ ,



## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_q\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_q\text{N}(\text{R}^{18c})\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_q\text{C}(\text{O})\text{OR}^{19}$ ,  $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{R}^{19}$ ,  $(\text{CH}_2)_q\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_q\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{R}^{19}$ , a  $(\text{C}(\text{R}^{8a})(\text{R}^{8b}))_r\text{-C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{17}$ , and  
a  $(\text{C}(\text{R}^{8a})(\text{R}^{8b}))_r\text{-5-10}$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{17}$ , wherein the  
heterocyclic system is selected from pyridinyl,  
thiophenyl, furanyl, indazolyl, benzothiazolyl,  
benzimidazolyl, benzothiophenyl, benzofuranyl,  
benzoxazolyl, benzisoxazolyl, quinolinyl,  
isoquinolinyl, imidazolyl, indolyl, indolinyl,  
isoindolyl, isothiadiazolyl, isoxazolyl,  
piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-  
triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,  
oxazolyl, pyrazinyl, and pyrimidinyl;

alternatively,  $\text{R}^8$  and  $\text{R}^9$  taken together are selected  
from  $=\text{O}$ ,  $=\text{S}$ ,  $=\text{NR}^{9a}$ ;

$\text{R}^{9a}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $(\text{CH}_2)_r\text{OH}$ ,  
 $(\text{CH}_2)_r\text{OC}_{1-6}$  alkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{19}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{17}$ ; and

$\text{R}^{9b}$ , at each occurrence are independently selected from  
H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$   
cycloalkyl,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OR}^{19}$ ,  $(\text{CH}_2)_r\text{SH}$ ,  $(\text{CH}_2)_r\text{SR}^{19}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  
 $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{C}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{19}$ ,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})\text{R}^{19}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{R}^{19}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{N}(\text{R}^{18a})\text{R}^{18b}$ ,  $(\text{CH}_2)_r\text{N}(\text{R}^{18c})\text{S}(\text{O})_2\text{R}^{19}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{17}$ .

6. (ORIGINAL) The compound of claim 5, wherein

$\text{R}^1$  and  $\text{R}^2$  are H;

$\text{R}^{5a}$  is phenyl substituted with 1-3  $\text{R}^{16}$ ;

$\text{R}^{16}$ , at each occurrence, is independently selected from  
 $\text{C}_{1-8}$  alkyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl,  $\text{CF}_3$ , Cl, Br, I,  
F,  $\text{NR}^{16a}\text{R}^{16a}$ ,  $\text{NO}_2$ , CN, OH,  $\text{OR}^{16d}$ ,  $\text{C}(\text{O})\text{R}^{16b}$ ,  
 $\text{C}(\text{O})\text{NR}^{16a}\text{R}^{16a}$ , and  $\text{NR}^{16f}\text{C}(\text{O})\text{R}^{16b}$ ;

$\text{R}^{16a}$ , at each occurrence, is independently selected  
from H, methyl, ethyl, propyl, i-propyl, butyl,  
cyclopropyl, cyclopentyl, cyclohexyl, and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{16e}$ ;

$\text{R}^{16b}$ , at each occurrence, is independently selected  
from methyl, ethyl, propyl, i-propyl, butyl,  
cyclopropyl, cyclopentyl, cyclohexyl, and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{16e}$ ;

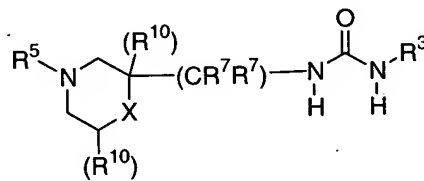
## AMENDMENTS TO THE CLAIMS

R<sup>16d</sup>, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, and phenyl;

R<sup>16e</sup>, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, OH, and (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl; and

R<sup>16f</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, and butyl.

7. (ORIGINAL) The compound of claim 6, wherein the compound is of formula (I-i)



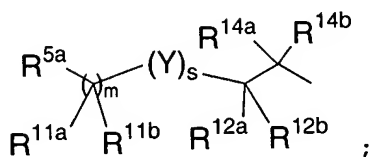
(I-i);

R<sup>10</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, OH, and OR<sup>10b</sup>; and

R<sup>10b</sup> is selected from methyl, ethyl, propyl, i-propyl, and butyl.

8. (ORIGINAL) The compound of claim 7, wherein R<sup>5</sup> is

## AMENDMENTS TO THE CLAIMS



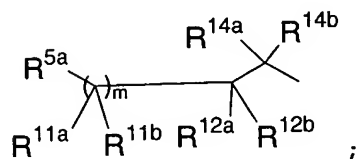
$R^{11a}$  and  $R^{12a}$ , at each occurrence are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, pentyl, hexyl, cyclopropyl, cyclopentyl, cyclohexyl,  $CF_3$ ,  $(CH_2)_r N(R^{18a})R^{18b}$ ,  $(CH_2)_r OH$ ;

$R^{11b}$ ,  $R^{12b}$ ,  $R^{14a}$  and  $R^{14b}$  at each occurrence are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, pentyl, hexyl, cyclopropyl, cyclopentyl, cyclohexyl,  $CF_3$ ,  $(CH_2)_{rq} N(R^{18a})R^{18b}$ ,  $(CH_2)_{rq} OH$ ;

$R^{25}$  at each occurrence is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl,  $(CH_2)_r C(O)R^{19}$ ,  $(CH_2)_r C(O)N(R^{18a})R^{18b}$ ,  $(CH_2)_r C(O)OR^{19}$ , and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{17}$ .

9. (ORIGINAL) The compound of claim 8, wherein

$R^5$  is



## AMENDMENTS TO THE CLAIMS

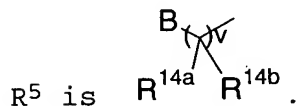
R<sup>7</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, (CH<sub>2</sub>)<sub>q</sub>OH;

R<sup>11a</sup> and R<sup>12a</sup>, at each occurrence, are independently selected from H, methyl, and ethyl;

R<sup>11b</sup>, R<sup>12b</sup>, R<sup>14a</sup>, and R<sup>14b</sup>, at each occurrence, are independently selected from H, methyl, ethyl and OH; and

R<sup>16</sup>, at each occurrence, is independently selected from methyl, Cl, F, CF<sub>3</sub>, and CN.

10. (ORIGINAL) The compound of claim 7, wherein



11. (CURRENTLY AMENDED) The compound of claim 9, wherein R<sup>8</sup> and R<sup>9</sup> do not both represent equal H.

12. (CURRENTLY AMENDED) The compound of claim 1, wherein the compound is selected from ~~the compounds of Table 1 or~~

1-{1-[3-(4-fluorophenyl)-2,2-dimethylpropyl]-piperidin-3-ylmethyl}-3-[3-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

1-{1-[3-(4-fluorophenyl)-propyl]-piperidin-3-ylmethyl}-3-[3-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

## AMENDMENTS TO THE CLAIMS

1-[3-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-trifluoromethylphenyl)-ethyl]-piperidin-3-ylmethyl}-urea;

~~1-(5-acetyl-4-methylthiazol-2-yl)-3-{1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-urea;~~

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{trans-1-[2-(4-fluorophenyl)-ethyl]-4-methylpiperidin-3-ylmethyl}-urea;

1-[3-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{cis-1-[2-(4-fluorophenyl)-ethyl]-4-methylpiperidin-3-ylmethyl}-urea;

trans-1-{4-(benzyl-methylamino)-1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

trans-1-{4-methylamino-1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

trans-N-{3-[3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-ureidomethyl]-1-[3-(4-fluoro-phenyl)-propyl]-piperidin-4-yl}-N-methyl-acetamide;

trans-N-{3-[3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-ureidomethyl]-1-[3-(4-fluoro-phenyl)-propyl]-piperidin-4-yl}-N-methyl-methanesulfonamide;

## AMENDMENTS TO THE CLAIMS

(S)-1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-2-oxo-ethyl]-piperidin-3-ylmethyl}-urea;

(S)-1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-2-hydroxyimino-ethyl]-piperidin-3-ylmethyl}-urea;

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-2-(RS)-hydroxyethyl]-(S)-piperidin-3-ylmethyl}-urea;

(S)-1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-urea;

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{1-[2-(4-fluorophenyl)-ethyl]-4-ethylpiperidin-3-ylmethyl}-urea; and

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{1-[2-(4-fluorophenyl)-ethyl]-4,4-dimethylpiperidin-3-ylmethyl}-urea.

13. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

14. (CANCELED)

## AMENDMENTS TO THE CLAIMS

15. (ORIGINAL) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

16. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

17. (CURRENTLY AMENDED) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 7 ~~16~~, or a pharmaceutically acceptable salt thereof.

18. (CANCELED)

19. (ORIGINAL) A method for treating inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

20. (ORIGINAL) A method according to Claim 19, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis,



## AMENDMENTS TO THE CLAIMS

eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

21. (ORIGINAL) The method according to Claim 20, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

22. (ORIGINAL) The method according to Claim 21, wherein the disorder is asthma.

23. (NEW) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 7.

24. (NEW) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 7.